

Company Number: 4257337

Authority: Adoption of New Articles of Association

**Special Resolution of
Audio Network Limited ("The Company")
Passed on 31 December 2018**

The following special resolution was passed on 31 December 2018 as a written resolution by members holding over 75% of the Company's voting shares as at 31 December 2018:

Special Resolution

That the definition of Transfer Period in the articles of association of the Company be amended to the following:

"Transfer Period" means during the period 1 July to 31 July each year,"

The table below sets out the shareholdings of the members voting for the special resolution:

Shareholder	Ordinary Shares held	% of total voting shares
SG Growth Partners II Offshore AIV, LP	5,204,107	33.02%
Andrew Sunnucks	3,085,000	19.57%
Robert Hurst	2,806,128	17.80%
William Russell	406,584	2.58%
Terry Devine-King	255,097	1.62%
Miles Ruffell	206,409	1.31%
William Sunnucks	177,710	1.13%
Pawel Kisielewski	125,024	0.79%
	12,266,059	77.83%

Total Issued Ordinary Shares 15,760,950

The company secretary was instructed by the Board to file the following at Companies House:

- (a) a print of the Written Resolutions; and
- (b) the amended Articles of Association

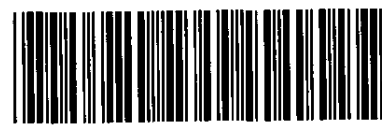
BY ORDER OF THE BOARD

Dated: 31 December 2018



Kim Clarke

Company Secretary



RM *R7WP9NJV* #24
08/01/2019
COMPANIES HOUSE

Company number: 04257337

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

- of -

AUDIO NETWORK LIMITED (the "Company")

31 December 2018 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution (the "Resolution").

SPECIAL RESOLUTION

That the definition of Transfer Period in the articles of association of the Company be amended to the following:

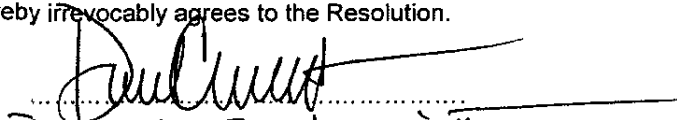
"Transfer Period" means during the period 1 July to 31 July each year,"

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution set out above.

The undersigned, being a member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.

Signed:



Name:

Daniel C. Interio (PRINT NAME)

For and on behalf of:

SG Growth Partners II (COMPLETE IF MEMBER IS A COMPANY)
Oxford Ave, LP

Date:

31 December 2018

Company number: 04257337

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- of -

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Signed: .....

Name: *ANDREW SPENCERS*..... (PRINT NAME)

For and on behalf of: (COMPLETE IF MEMBER IS A COMPANY)

Date: 31 December 2018

Company number: 04257337

THE COMPANIES ACT 2006
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Signed: 

Name: ..Robert Hurst..... (PRINT NAME)

For and on behalf of: (COMPLETE IF MEMBER IS A COMPANY)

Date: 31 December 2018



COMPANIES HOUSE

Company number: 94257337

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

- of -

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Signed:

William Russer

Name:

(PRINT NAME)

For and on behalf of:

William Russer

(COMPLETE IF MEMBER COMPANY)

Date:

31 December 2018

Company number: 04257337

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS**

- of -

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31 December 2018 (the "Circulation Date")

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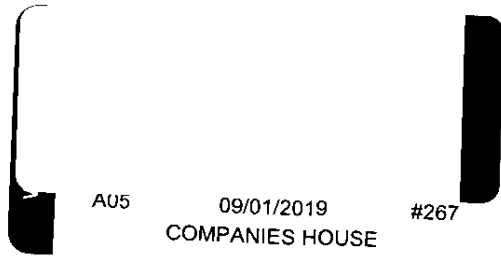
The undersigned, being a member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.

Signed: 

Name: TERRY DEVINE-KING (PRINT NAME)

For and on behalf of: (COMPLETE IF MEMBER IS A COMPANY)

Date: 31 December 2018



Company number: 04257337

THE COMPANIES ACT 2006
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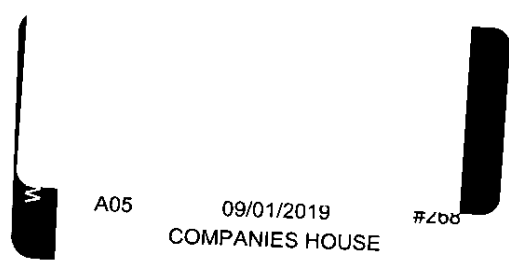
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The undersigned, being a member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.

Signed: Mr Mikes Ruffell
Name: MIKES RUFFELL (PRINT NAME)
For and on behalf of: (COMPLETE IF MEMBER IS A COMPANY)
Date: 31 December 2018



Company number: 04257337

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WRITTEN RESOLUTIONS
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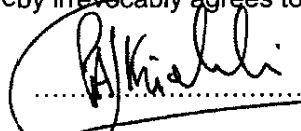
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The undersigned, being a member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.

Signed:


.....

Name:

Pawel A. Kisielewski..... (PRINT NAME)

For and on behalf of:

..... (COMPLETE IF MEMBER IS A COMPANY)

Date:

31 December 2018



NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - (a) **by hand:** delivering the signed copy by hand made out FAO: Robert Hurst at School Farm Studios, Little Maplestead, Halstead, Essex C09 2SN at the Company address; or
 - (b) **by post:** returning the signed copy by post made out FAO: Robert Hurst at School Farm Studios, Little Maplestead, Halstead, Essex C09 2SN; or
 - (c) **by email:** at R.Hurst@audionetwork.com. Please ensure that the subject box of the email states "Written Resolutions – Audio Network".
2. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. If you are a joint-holder of shares, only one holder need sign the Resolution for it to be effective.
4. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
5. Unless, within 28 days of the Circulation Date, sufficient agreement has been received from the required majority of eligible members for a Resolution to be passed, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.
6. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.